EXHIBIT A

HIGHLY CONFIDENTIAL PURSUANT TO PROTECTIVE ORDER

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1   IN THE UNITED STATES DISTRICT COURT

2   EASTERN DISTRICT OF MICHIGAN

3   SOUTHERN DIVISION

4

5   In Re: AUTOMOTIVE   :   2:12-md-02311

6   PARTS ANTITRUST   :

7   LITIGATION   :

8   ----------------------:

9   ALL PARTS CASES   :

10   :

11   ----------------------:

12   THIS RELATES TO: :

13   ALL ACTIONS: :

14   ----------------------:

15   HIGHLY CONFIDENTIAL PURSUANT TO PROTECTIVE ORDER

16   ~~~~~~~~~~~~~~~~~~~~

17   30(b)(6) deposition of

18   MARK WILLOUGHBY

19   November 3, 2016 - 8:59 a.m.

20   Vorys Sater Seymour & Pease LLP

                52 East Gay Street

21   Columbus, Ohio

22   ~~~~~~~~~~~~~~~~~~~~

23   VERITEXT LEGAL SOLUTIONS

                MID-ATLANTIC REGION

24   1801 Market Street - Suite 1800

                Philadelphia, PA 19103

25

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1   believe the associates themselves do that.

2   Q.   They have the ability to sit at

3   their desktop, stick in a DVD, and say, okay,

4   move the data to the DVD?

5   A.   Yes.

6   Q.   Do you know how much time it would

7   take to download all of the current data that

8   is live on the CSS to some sort of portable

9   media, such as a DVD?

10   A.   Not an exact time. From a general

11   sense, CSS data in the system, it's not

12   difficult to extract.

13   Q.   Okay. Now, talk to me about the

14   CMS, the cost management system. Is that also

15   a mainframe database?

16   A.   Yes. And it's used for mass

17   production parts.

18   Q.   What is a mass production part?

19   A.   It's a cost for a part that's in

20   production. For contrast, CSS is cost

21   simulation system, it is working with new model

22   costs before a model goes into production.

23   Q.   And then the CMS is what is

24   actually in production?

25   A.   CMS is the database used from that

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1   A.   Yes -- no.   We talked about CSS.

2   So to help clarify, there is CSS, which is used

3   for new models.   So throughout the new model

4   process, CSS is used to forecast what the cost

5   of our model would be.   Cost management system,

6   which is CMS, is the system that tracks mass

7   production of proof cost.

8   Q.   And the CMS database is the one

9   where the workers in your division can go to

10   the desktop and download data onto a DVD?

11   A.   When we talked about that

12   specifically, both CSS and CMS can do that.

13   Q.   Is all of the E-quote system data

14   transmitted into the cost management system

15   database?

16   A.   Yes.   And I would like to back up,

17   I'm sorry, very quickly.

18   The E-quote key data feeds into the

19   cost management system.   So for example, a

20   supplier name, a part number, a price and a

21   cost change would feed into CMS.   There could

22   be some other fields in the E-quote that don't,

23   but they are not key fields like that.

24   Q.   Would it be possible to get a list

25   of the fields that are in E-quote and then a

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1   discussions with your outside counsel, that

2   there is a report called the Cost By Ship

3   Report. Can you tell me what a cost by ship

4   report is?

5   A.   Yes. A cost by ship is something

6   that we utilize with new models. So during the

7   new models, we use CSS, we calculate what the

8   cost is based on that time period, and finally,

9   we have -- we have to toss that so we can get a

10   total unit cost. So we use a cost by ship to

11   show what the characteristics are for different

12   types of models.

13   We show that cost -- I'm struggling

14   to explain a little bit, but we will break out

15   by the type or where a unit is shipping to, we

16   will break that out across various buckets, and

17   we will show what our outsource cost is, and we

18   use that as a -- also what the tooling cost is,

19   various financial pieces, and we use that to

20   cost to accounting, then there is other things

21   with that to establish a final cost.

22   Q.   And the cost is by what, by unit or

23   model?

24   A.   By model. The cost by ship shows

25   by model. It is generated by looking at the

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1   CSS entry that we have that will show what that

2   new cost status is at that time, and then that

3   will feed into the cost by ship, along with

4   some other factors.

5   Q.   So the cost by ship report is

6   generated from data that comes out of the CSS

7   database?

8   A.   Yes.

9   Q.   Plus what else?

10   A.   There could be some other countries

11   that are supplying parts. So like a Japan

12   cost, so it is broke out by U.S. content parts,

13   Japan parts, meaning that Honda Motors supplies

14   the parts, things like that.

15   Q.   Because your CSS is only going to

16   track costs for component that North American

17   Honda acquired?

18   A.   Those are the main things that we

19   input into it. We do sometimes get the Japan

20   cost and put it into CSS, we have a field we

21   can do that, but on the cost by ship we

22   separate and break those out, so it has a

23   series of different cost elements that build up

24   to our outsource cost, and we talked earlier

25   about how in CSS we had tooling and part costs

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1   characteristics is different model by model.

2   So there is different regulations for Europe,

3   which causes us to use some different parts, or

4   different in Asia.

5   So we track those, and also because

6   the export volume -- assuming, I'll say it this

7   way, assuming the export volume is smaller than

8   the U.S. volume, it means any exclusive tooling

9   for that model has a bigger impact on that

10   price. So that's why we break it out like

11   that.

12   Q.   So the cost by ship is going to

13   show a different cost for every different

14   variation of the particular Accord model?

15   A.   Yes.

16   Q.   And that's not only by trim, trend,

17   but also where the car is going to be sold

18   ultimately?

19   A.   We identify the -- it is by all the

20   different exports and all the different trims,

21   two-wheel drive, four-wheel drive, we will

22   identify where that set of parts is shipping

23   to, but we don't, from the purchasing side, we

24   don't get involved in destination charge or

25   anything like that, if that makes sense.

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1   wanted to know about?

2   A.   You know, I don't want to minimize

3   the work, because if you picture, we have four

4   or five new model cost events across every

5   model that is having a change, it's a lot of

6   work. It is a system where we could look at

7   and run a report at whatever that current event

8   was and get a list of parts with a cost.

9   Q.   Well, I'm not trying to minimize

10   whatever work it might take for Honda to

11   generate the reports, I'm just trying to figure

12   out if you have already done that and you have

13   these reports in the can somewhere, or if it

14   was something that you would have to produce,

15   you know, in the future?

16   A.   Yeah. If the event has already

17   been done, the data is out there, we just have

18   to go and pull it back out and the report is

19   run.

20   Q.   But you haven't run those reports

21   yet?

22   A.   Actually, the request that just

23   came in about going back ten years on FMCs, we

24   just ran a series of these reports, and just

25   forwarded those to legal counsel.

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1   MR. PURCELL: Don't talk about

2   communication with legal counsel.

3   THE WITNESS: I'm sorry.

4   MR. PURCELL: Thanks.

5   Q.   So I think what you are telling me

6   is there might be a handful of these CSS

7   detailed reports that have already been

8   created, but for the most part, this is not a

9   report that is just sitting on somebody's

10   computer somewhere?

11   MR. PURCELL: Object to the form.

12   A.   This is a report we can run because

13   the data is there.

14   Q.   Okay. I understand. If the data

15   that Honda has in its CSS database was produced

16   to the requesting parties, then would the

17   requesting parties be able to, you know, run

18   those same reports, extract data however they

19   wanted?

20   A.   Could you say that again.

21   Q.   Sure. If we said, Mr. Willoughby,

22   don't worry about running the reports, just

23   give us a data dump from the CSS database and

24   we will run our own reports, would we, assuming

25   we got that data, would we be able to then turn

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1   it around?

2   A.   I think it would be extremely

3   difficult for you.

4   Q.   Why is that?

5   A.   Because if it is in a format that

6   you wouldn't know how to use or how to read or

7   how to manipulate the data at all. So we have

8   people who know how to manipulate the data, and

9   we could put into an Excel format which would

10   be tossed, but for you to be in the database

11   would not be efficient for you at all.

12   Q.   You could put it in an Excel format

13   that would be tossed, is that what you said?

14   A.   If it is appropriate to share that,

15   we could share that and you could manipulate an

16   Excel program.

17   Q.   Okay. I understand.

18   I want go back a couple of steps.

19   You were telling me about the correlation

20   process. Can you identify for me what

21   parameters Honda uses to identify which of the

22   parts that it wants to run through the

23   correlation process?

24   A.   We look at -- we will gather the

25   cost and share with design, design will look,

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1   in a macro level than a micro level.

2   Q.   And do you know if individual

3   buyers keep the more detailed back-and-forth

4   between the suppliers?

5   A.   I'm not sure if they -- some

6   potentially do, some probably -- I don't know.

7   Finally, we consolidate by looking

8   at the final results.

9   Q.   Are there any other sources of

10   documents or data regarding cost down other

11   than the cost down system you told me about and

12   the paper files that the project managers

13   maintain?

14   A.   Any other sources?

15   Q.   Yeah.   If we were looking

16   for -- where else might we look for information

17   about cost down?

18   A.   The CMS, the cost management

19   system, would show cost down.

20   Q.   Anything else?

21   A.   Of course the E-quote would show a

22   cost down if there was a quote to quote cost

23   down.   Other than that, I can't think of any.

24   Q.   After a particular part is awarded

25   to a particular maker for a car, does it ever

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1   happen that in between major model changeovers,

2   that Honda decides we need to tweak the design

3   of a particular part?

4   A.   Yes.   There is design changes

5   throughout the life of a part.

6   Q.   And when the design changes are

7   made by Honda, do those get communicated to

8   their suppliers?

9   A.   Yes.   They would receive a drawing

10   and a prompt to requote that drawing.

11   Q.   And that transaction, Honda issuing

12   a new drawing and then the supplier issuing a

13   new quote, does that happen through the E-quote

14   system?

15   A.   Yes.

16   Q.   And is that data going to be saved

17   in E-quote?

18   A.   Yes. For the ten years since the

19   existence of E-quote, basically, it is there.

20   Q.   This exchange that we just talked

21   about that's in E-quote for the past ten years

22   or so, does that also get transmitted to CMS?

23   A.   When there is cost changes to
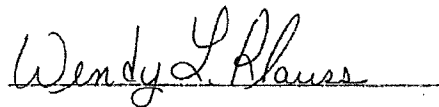
24   E-quote, it transmits to CMS.

25   Q.   But just the new cost?

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1   I do further certify that I am not

2   a relative, counsel or attorney for either

3   party, or otherwise interested in the event of

4   this action.

5   IN WITNESS WHEREOF, I have hereunto

6   set my hand and affixed my seal of office at

7   Cleveland, Ohio, on this 7th day of

8   November, 2016.

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12

13   _Wendy L. Klauss_

14   Wendy L. Klauss, Notary Public

15   within and for the State of Ohio

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17   My commission expires July 13, 2019.

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1   AUTO PARTS LITIGATION-ALL CASES

2   Mark Willoughby , 30(b)(6)

3   INSTRUCTIONS TO THE WITNESS

4   Please read your deposition over

5   carefully and make any necessary corrections.

6   You should state the reason in the

7   appropriate space on the errata sheet for any

8   corrections that are made.

9   After doing so, please sign the errata

10   sheet and date it.

11   You are signing same subject to the

12   changes you have noted on the errata sheet,

13   which will be attached to your deposition.

14   It is imperative that you return the

15   original errata sheet to the deposing

16   attorney within thirty (30) days of receipt

17   of the deposition transcript by you. If you

18   fail to do so, the deposition transcript may

19   be deemed to be accurate and may be used in

20   court.

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